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August 15, 2007

Arizona Corporation Commission DOCKETED

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HAND DELIVERY

Ernest Johnson, Director Arizona Corporation Commission Utilities Division 1200 W. Washington Phoenix, AZ 85007

Re: Willow Springs Utilities, L.L.C.; Certificate of Convenience and Necessity; Docket No. WS-20432A-05-0874; Decision No. 68963; Request for Extension of Compliance Filing Dates.

Dear Mr. Johnson:

Willow Springs Utilities, L.L.C., (the "Company") continues to pursue the Compliance Item requirements set forth in the subject Decision. As you are aware, the required Tariff filings and the CAAG 208 Amendment have been docketed with the Commission. The Arizona Department of Water Resources Assured Water Supply Certificate is expected to be issued by the end of October 2007.

Although not a Compliance Item specified in the Decision, the Company anticipates receiving the County Franchise at a September, 2007 meeting of the Pinal County Board of Supervisors, and will docket that Franchise as indicated in Finding of Fact No. 21 in the Decision.

The next chronological Compliance Items are the water Approval to Construct ("ATC"), and Approval of Construction ("AOC") from the Arizona Department of Environmental Quality ("ADEQ"), which are due December 30, 2007 and December 31, 2008, respectively. The Company is hereby requesting a one-year extension to both of those required filing dates.

With the slowdown in the real estate market and the re-thinking of certain densities within the development, the developer, Willow Springs Properties, L.L.C., delayed starting the well drilling and the final platting of the project. The Developer's consultant, Westland Resources, will complete the design work for submittal to ADEQ when the well is developed, expected to be within the next few months. With that timetable, the ATC for the water plant, i.e. the tanks, booster facilities and transmission mains, cannot be obtained by December 30, 2007,

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nor can we obtain the AOC which naturally follows at the one-year interval contemplated in the Decision.

The Company is advised that the Developer is presently of the opinion that the Aquifer Protection Permit ("APP") and the Arizona Pollutant Discharge and Elimination System permit ("AZPDES") required by December 31, 2008 can be timely obtained. In the event that timetable slows, the Company will certainly advise the Commission.

The Developer still anticipates development of the entire community and making the substantial investment in the infrastructure as testified to in the hearing on this matter, it is has merely adjusted the start date in response to the market conditions. Therefore, the Company is hereby requesting that the Compliance Date for the water ATC be extended to December 31, 2008, and that the AOC filing date be extended to December 31, 2009.

In the event you have any questions regarding these matters, please do not hesitate to call the undersigned.

Sincerely,

Richard L. Sallquist

cc: Docket Control (15 copies)

Judge Marc Stern

Legal Division

Alex Agenta

Kevin Tarbox

Kristen Whatley